



KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION
GEORGIA VIDEO FRANCHISE AUTHORITY

2009 SEP 18 AM 9:36
CHAUNCEY R. NEWSOME
Director

SECRETARY OF STATE
CORPORATIONS DIVISION

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: kellie@northlandco.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. Northland Cable Properties, Inc.

Corporate Name (List exactly as it appears in articles)

101 Stewart Street, Suite 700, Seattle, Washington 98101

Corporate Mailing Address

2. Kellie D. Sera, Legal Administrator, Corporate Records and Operations

(206) 621-1351

Name and Title of person filing franchise application (certificate will be mailed to this person, at address below)

Telephone Number

101 Stewart Street, Suite 700

Address

Seattle

City

Washington

State

98101

Zip Code

3. Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Application for State-Issued Certificate of Franchise Authority (Form GAVFL001)
- 3) A valid Certificate of Existence, if applicable.
- 4) Filing fee of \$500.00 payable to Secretary of State. All filing fees are NON-refundable.

I certify that the appropriate counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A. 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.

Paul Nierlan
Authorized signature of person filing documents

09/17/09

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>



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CHAUNCEY R. NEWSOME
Director

APPLICATION FOR STATE-ISSUED CERTIFICATE OF FRANCHISE AUTHORITY

Personally appeared before me the undersigned being duly sworn according to law, and swears to the facts contained in this application. Pursuant to Georgia Code Section (O.C.G.A.)36-76-4, as amended, the undersigned hereby applies for authorization to provide cable service over a cable system as a cable service provider or video service over a video system as a video service provider in the State of Georgia:

(Please type or print clearly)

1. The name of the applicant is:
Northland Cable Properties, Inc.

2. The principal place of business for the applicant is:
101 Stewart Street, Suite 700, Seattle, Washington 98101

3. The principal executive officers of the applicant are:

<i>Name</i>	<i>Title</i>	<i>Address</i>
John S. Whetzell	Chief Executive Officer	101 Stewart Street, Suite 700, Seattle, Washington 98101
Gary S. Jones	President	101 Stewart Street, Suite 700, Seattle, Washington 98101
Richard I. Clark	Executive Vice President	101 Stewart Street, Suite 700, Seattle, Washington 98101

4. By submitting this application, the applicant agrees to comply with all applicable federal and state laws and regulations, including municipal and county ordinances and regulations regarding the placement and maintenance of facilities in the public right of way that are generally applicable to all users of the public right of way and specifically including O.C.G.A. Chapter 9 of Title 25, the 'Georgia Utility Facility Protection Act'.
5. By submitting this application the applicant agrees to pay to each affected local governing authority a franchise fee established by such local governing authority which shall not exceed the maximum percentage rate permitted in 47 U.S.C. Section 542(b) of the applicant's gross revenues received from the provision of cable service or video service to subscribers located within the service area. Such franchise fee shall be paid directly to each affected local governing authority within 30 days after the last day of each calendar quarter.
6. Pursuant to O.C.G.A. 36-76-4©(2), the service areas are described below and/or on an attached map as follows: [If providing a coverage map(s), please label them "Exhibit A" on 8.5 by 11 paper size.]

Service Area Description:

Rabun County, Georgia

7. Subscribers may make payment or return equipment in accordance with the subscriber agreement to the following locations of the applicant or its affiliates.

Post Office Box 1667, Toccoa, Georgia 30577 (mailing address)
11 Doyle Street, Toccoa, Georgia 30577 (physical address)

8. This applicant:



has wire-line facilities located in the public right of way as of January 1, 2008.



does not have wire-line facilities located in the public right of way as of January 1, 2008, and a description and certification of technical and financial capability is attached as required by O.C.G.A. 36-76-4 (c) (4).

9. The applicant certifies that it is authorized to conduct business in the State of Georgia. [Applicant must provide a Certificate of Existence from the Corporations Division to be included with this application].
10. This applicant certifies that it has sufficient financial resources and technical capability to provide service (does not apply to companies with existing wire line services as of January 1, 2008).
11. The applicant certifies that the following counties and municipalities have been provided with a copy of this application pursuant to O.C.G.A 36-76-4 (a) and with notice to designate a franchise fee pursuant to O.C.G.A. 36-76-6.


Rabun County, Georgia

Submitted this 17th day of September in the year 2009.

Sworn and subscribed before me, this

17th day of September in the year 2009.

By: Northland Cable Properties, Inc.



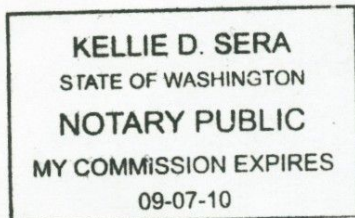
Signature of Officer/
General Partner

Not a Notary Public

Notary Public
My Commission expires: 09/07/10

Kellie D Sera

Kellie D. Sera, Notary Public



Richard I. Clark
Executive Vice President
Type or Print Name and Title

101 Stewart Street, Suite 700
Seattle, Washington 98101

Address

(206) 621-1351

Telephone

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SECRETARY OF STATE
CORPORATIONS DIVISION

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
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CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

NORTHLAND CABLE PROPERTIES, INC.

Foreign Profit Corporation

was formed or was authorized to transact business on 05/04/2001 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 9th day of July, 2009

A handwritten signature in cursive script, appearing to read "Karen C Handel".

Karen C Handel
Secretary of State